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# TRINITY INDUSTRIES, INC.



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RECORDATION NO. 21772 FILED

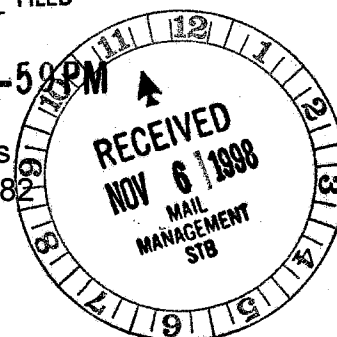
November 5, 1998

NOV 6 '98

11-59 PM

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423-0001

Via Airborne Express  
Airbill No. 3190844882



Re: Trinity Industries Leasing Company (Lessor) and  
The Proctor and Gamble Distributing Company (Lessee);  
Memorandum of Lease of Equipment For Filing

Dear Secretary:

Please find enclosed two (2) originals and (2) copies of the Memorandum of Lease described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Memorandum of Lease, a primary document, dated as of July 30, 1998.

The names and addresses of the parties to the documents are as follows:

1. Lessor - Trinity Industries Leasing Company, 2000 Gardner Expressway, Quincy, Illinois 62306.
2. Lessee - The Proctor and Gamble Distributing Company, 5299 Spring Grove Avenue, Cincinnati, Ohio 45217.

The equipment covered by the document is railway equipment, namely railcars, which are more particularly described as follows:

Quantity	Manufacturer	Car Type/Description	Marks and Nos.
255	Trinity Industries, Inc.	23,589 Gallon Capacity D.O.T. 111A100WI Tank Car	PGTX 400001 to 400255, inclusive
35	Trinity Industries, Inc.	25,489 Gallon Capacity D.O.T. 111A100WI Tank Car	PGTX 425001 to 425035, inclusive
120	Trinity Industries, Inc.	5,650 C.F. Capacity Pneumatic Discharge Covered Hopper Car	PGHX 300001 to 300120, inclusive

TRINITY INDUSTRIES, INC.

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Memorandum of Lease  
November 5, 1998

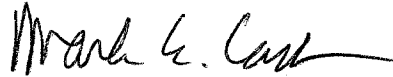
Please find enclosed our company check #2299992 in the amount of \$26.00 for the filing fee. **Please return the original and any extra copies not needed by the Board to Mark E. Casburn at the address noted on the bottom of this letterhead.**

A short summary of the document should appear in the index as follows:

Memorandum of Lease between Trinity Industries Leasing Company, 2000 Gardner Expressway, Quincy, Illinois, 62306 as Lessor and the Proctor and Gamble Distributing Company, 5299 Spring Grove Avenue, Cincinnati, Ohio 45217 as Lessee, dated as of July 30, 1998, covering Two Hundred Ninety (290) Railroad Tank Cars, PGTX 400001 through 400255 and PGTX 425001 through 425035; and One Hundred Twenty (120) Railroad Hopper Cars, PGHX 300001 through 300120.

Should you have any questions or concerns please do not hesitate to call me or my assistant, Vivian Lopez at (214) 589-8985.

Very truly yours,



Mark E. Casburn  
Attorney - Business Segments

MEC:val  
enclosures

cc: Tom Jardine (w/enclosures)

RECORDATION NO. 21773 FILED

NOV 6 '98

11-59 PM

**MEMORANDUM OF LEASE**

THIS MEMORANDUM OF LEASE is intended to evidence the Lease Agreement dated as of July 30, 1998 (the "Lease"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, having an address at 2000 Gardner Expressway, Quincy, Illinois 62306, USA, as lessor ("Lessor"), and THE PROCTER AND GAMBLE DISTRIBUTING COMPANY, an Ohio corporation, having an address at 5299 Spring Grove Avenue, Cincinnati, Ohio 45217, USA, as lessee ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under 49 USC §11301. Lessor is the owner of the railroad equipment, more fully described in Exhibit A hereto (the "Units"). Lessee leased all of the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Memorandum of Lease to be duly executed all as of the date above written, and the undersigned signatories each hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below its signature.


TRINITY INDUSTRIES  
LEASING COMPANY

THE PROCTER AND GAMBLE  
DISTRIBUTING COMPANY

By: 

Title: Executive Vice President

Date: August 13, 1998

By: 

Title: LISA C. SICHEL  
LOGISTICS MANAGER  
N.A. RAIL EQUIPMENT

Date: 9-1-98

STATE OF

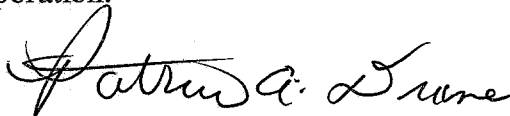
)

) ss:

COUNTY OF

)

On this 1 day of September, 1998, before me personally appeared LISA C. SICHEL, to me personally known, who being by me duly sworn says that such person is Logistics Manager of THE PROCTER AND GAMBLE DISTRIBUTING COMPANY, that the foregoing Memorandum of Lease was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



PATRICIA A. DRANE

Notary Public, State of Ohio  
My Commission Expires April 8, 2003

Notary Public

STATE OF TEXAS

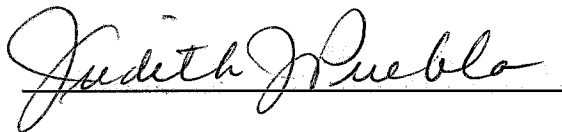
)

) ss:

COUNTY OF DALLAS

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On this 13<sup>th</sup> day of August, 1998, before me personally appeared Duncan A. Gillies, to me personally known, who being by me duly sworn says that such person is Executive Vice President of TRINITY INDUSTRIES LEASING COMPANY, that the foregoing Memorandum of Lease was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

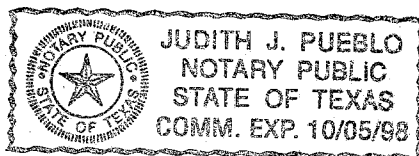


EXHIBIT A  
TO  
MEMORANDUM OF LEASE

EQUIPMENT

<u>Quantity</u>	<u>Manufacturer</u>	<u>Car Type/Description</u>	<u>Marks and Nos.</u>
255	Trinity Industries, Inc.	23,589 Gallon Capacity D.O.T. 111A100W1 Tank Car	PGTX 400001 to 400255, inclusive
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